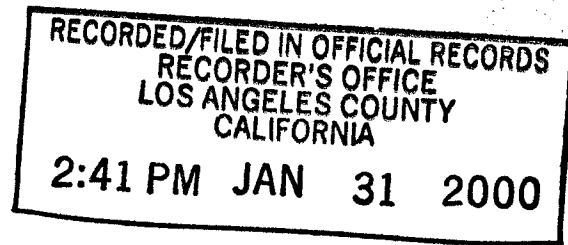




LEAD SHEET

00-0148074



SPACE ABOVE THIS LINE FOR RECORDERS USE

TITLE(S)

FEE

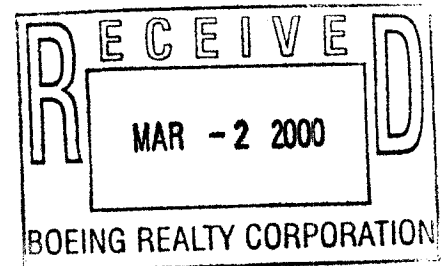
FEE \$19	MM
DAF \$2	
C-20	5

D.T.T.

CODE
20

CODE
19

CODE
9



Assessor's Identification Number (AIN)

To Be Completed By Examiner OR Title Company In Black Ink

Number of Parcels Shown

THIS FORM IS NOT TO BE DUPLICATED

Recording requested by and mail to:

Name: Boeing Realty Corporation, Inc.
 Address: 4060 Lakewood Blvd., 6th Floor
 Long Beach, CA 90808-1700

***** Space Above This Line For Recorder's Use *****

MASTER COVENANT AND AGREEMENT

The undersigned hereby certifies I am (we are) the owners of the hereinafter legally described real property located in the City of Los Angeles, County of Los Angeles, State of California (please give the legal description):

(See Attached) EXHIBITS 'A' & 'B'

Site Address Southwest Corner of Normandie Avenue & Francisco Street

That in consideration of the approval of Case No. Tract 52172-03 by the City Planning Department, I (we) do hereby promise, covenant and agree to and with the City of Los Angeles and the City Planning Department of said City that to the extent of our interest, I (we):

(See Attached: Item "f")

This covenant and agreement shall run with the land and shall be binding upon any future owners, encumbrancers, their successors, heirs or assigns and shall continue in effect until the City Planning Department of the City of Los Angeles approves its termination.

Boeing Realty Corporation

(Print Name of Property Owner)

(Print Name of Property Owner)

(Signature of Property Owner)

(Signature of Property Owner)

Dated this 18 day of JANUARY 2000

***** Space Below This Line For Notary's Use *****

ALL-PURPOSE ACKNOWLEDGMENT

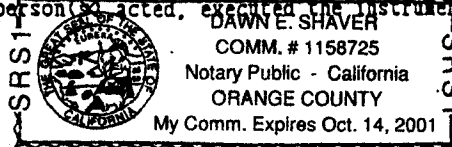
STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

On January 18, 2000 before me, Dawn E. Shaver Notary Public (name and title of officer), personally appeared Stephen J. Barker, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Dawn E. Shaver
 Notary Public Signature

(SEAL)



Case No. 52172-03

Condition No(s). 11 F

Approved for recording by [Signature]
 (Department of City Planning)

Date: 1/31/00

- 3
- ** Any individual lot in Map No. 52172-02 to 07 with Floor Area Ratio (FAR) averaging can go up to 3:1 FAR, but overall floor area within the subject site shall not exceed 2,517,700 square feet, subject to Conditional use approval for lot area averaging. Buildings in lots adjacent to single-family dwellings in the southwestern portion of the site shall have a 45-foot maximum building height.
- *** Includes up to 450,000 square feet of retail uses, including up to 30,000 square feet of restaurants. This first phase developments represent approximately 0.26:1 FAR.
- **** Includes 507,000 square feet of office uses, and approximately 2,010,700 square feet of industrial park uses. An average FAR for these remaining phases is 0.52:1.
- # An average FAR on the entire site is approximately 0.45:1.

- b. A construction relations officer shall be established by the applicant to act as a liaison with neighbors and residents concerning on-site construction activity, including resolution of issues related to PM10 (fugitive dust) generation, and on-site construction activities. If noise levels from construction activity are found to exceed 75 dBA at the property line and construction equipment is left stationary and operating for more than one day, a temporary noise barrier shall be erected between the noise source and receptor. (MM)
- c. All construction roads within the project site that have a traffic volume of more than 50 daily trips by construction equipment, or 150 total daily trips for all vehicles, shall be surfaced with base material or decomposed granite. (MM)
- d. Traffic speeds during construction on all unpaved roads shall not exceed 15 mph. (MM)
- e. On-site office/industrial park development shall provide preferential parking for high occupancy vehicles and alternative fuel vehicles, as well as other forms of parking management that would encourage higher vehicle occupancy rates. (MM)
- f. Construct all exterior walls, floor-ceiling assemblies (unless within a unit) and windows having a line of sight (30 degrees as measured from the horizontal plane) of 190th Street, Normandie Avenue and Western Avenue with double-pane glass or an equivalent and in a manner to provide an airborne sound insulation system achieving a Sound Transmission Class of 50 (45 if field tested) as defined in UBC Standard No. 35-1, 1982 edition.
- 2

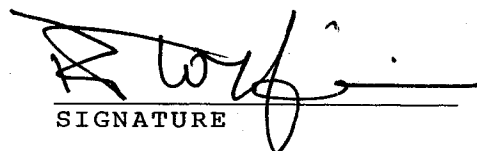
4
00-0148074

ILLEGIBLE WORDS

"PERSON(S) ACTED, EXECUTED THE INSTRUMENT."

I certify (or declare) under penalty of perjury that the foregoing is true and correct.

01-31-00
DATE


SIGNATURE

NORWALK
PLACE OF EXECUTION

00-0148074

EXHIBIT "A"

Proposed Tract No. 52172-03

Portion of AKA ARB 7, Part of 3365.95 Acre allotted to SC 3284

Lots 1-4 of Tract No. 52172-03

Legal Description:

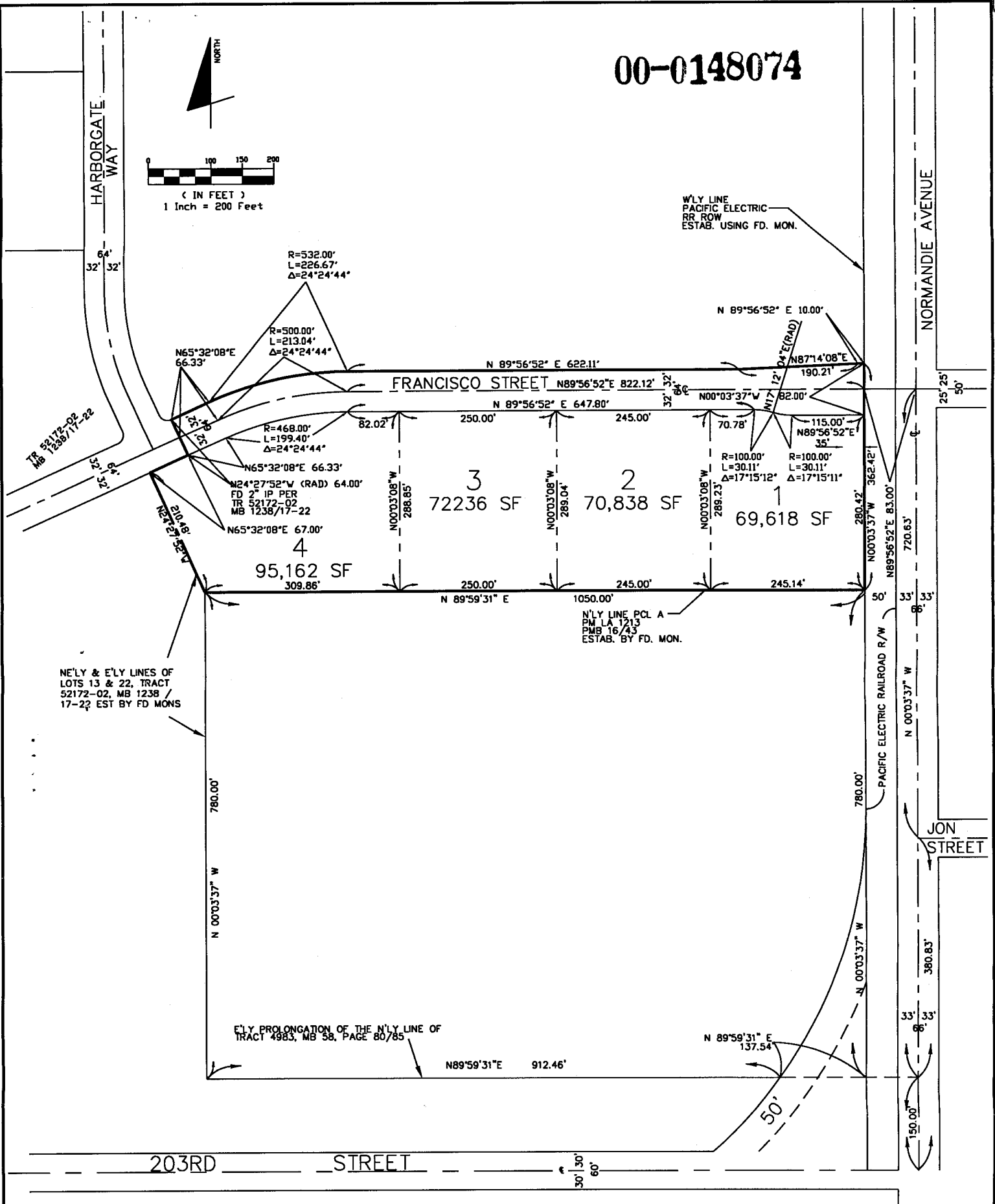
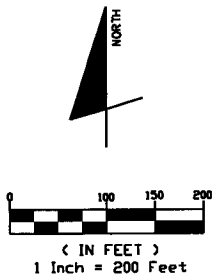
Being a portion of the 639.07 acres of the Rancho San Pedro allotted to Guadalupe Marcelina Dominguez in Superior Court Case No. 3284, County of Los Angeles and more particularly described as follows:

Commencing at the intersection of the easterly prolongation of the northerly line of Tract 4983 as filed in Map Book 58, Pages 80 to 85, records of said county and the westerly line of the Pacific Electric Railway Company Right of Way (50 feet wide) as it adjoins Normandie Avenue; thence North $00^{\circ}03'37''$ West 780.00 feet to the **True Point of Beginning**; thence leaving said Pacific Electric Railway Company Right of Way South $89^{\circ}59'31''$ West 1050.00 feet; thence North $24^{\circ}27'52''$ West 210.48 feet to the southeast line of Francisco Street; thence along said southeast line North $65^{\circ}32'08''$ East 67.00 feet; thence leaving said southeast line North $24^{\circ}27'52''$ West 64.00 feet to the northeasterly line of Francisco Street; thence along said northeasterly line North $65^{\circ}32'08''$ East 66.33 feet to a tangent curve, concave south easterly, having a radius of 532.00 feet; thence northeasterly along said curve through a central angle of $24^{\circ}24'44''$, an arc length of 226.67 feet; thence North $89^{\circ}56'52''$ East 622.11 feet; thence North $87^{\circ}14'08''$ East 190.21 feet; thence North $89^{\circ}56'52''$ East 10.00 feet to the Pacific Electric Railway Company Right of Way; thence leaving said northeasterly line and along said right of way South $00^{\circ}03'37''$ West 82.00 feet to the **True Point of Beginning**.

The hereinabove described parcel is shown on Exhibit "B" attached hereto and by this reference made a part hereof.

The hereinabove described parcel is further described as, and becomes, upon recordation, all of Tract 52172-03.

00-0148074



1 OF 1

EXHIBIT "B"

TRACT 52172-03, LOTS 1-4

AT & ASSOCIATES INC.

701 PARKCENTER DRIVE, SANTA ANA, CALIFORNIA 92705
TEL. (714) 560-8200